

Hearing Date: January 11, 2017 at 2:00 p.m. (Eastern Time)
Objection Deadline: January 4, 2017 at 4:00 p.m. (Eastern Time)

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and Debtor in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

THE BIG APPLE CIRCUS, LTD.

Debtor.

Chapter 11

Case No. 16-13297 (SHL)

**AMENDED NOTICE OF DEBTOR'S MOTION FOR ENTRY OF AN
ORDER APPROVING PRIVATE SALE OF THE WALDEN PROPERTY
FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND
OTHER INTERESTS, AND GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On November 20, 2016, the above-captioned debtor and debtor in possession, The Big Apple Circus, Ltd. (the **"Debtor"**), filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the **"Bankruptcy Code"**) with the United States Bankruptcy Court for the Southern District of New York (the **"Bankruptcy Court"**).

2. On December 9, 2016, the Debtor filed the "Debtor's Motion For Entry of an Order Approving Private Sale of the Walden Property Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, and Granting Related Relief" (the **"Sale Motion"**), which seeks, among other things, entry of an order authorizing the Debtor to sell certain real property located at 39 Edmunds Lane, Walden, New York (the **"Walden Property"**),¹ free and clear of all liens, claims, encumbrances, and other interests, to Polich Tallix Inc. (the **"Purchaser"**) for \$2,500,000.00 pursuant to a Real Estate Purchase and Sale Agreement, dated November 23, 2016 (the **"REPSA"**).

¹ The Walden Property consists of two legal lots, identified on the Village of Walden Tax Assessor's Maps and Records as Section 313, Block 3, and Lots 4 & 5. The Walden Property is comprised of an approximately 60,000 square foot single industrial facility situated on roughly 31 acres in the Town of Montgomery, Village of Walden.

3. A hearing to consider the Sale Motion previously scheduled for January 12, 2017 at 10:00 a.m. (Eastern Time) **has been rescheduled to January 11, 2017 at 2:00 p.m. (Eastern Time)**, or as soon thereafter as counsel may be heard. The hearing will be held before the Honorable Sean H. Lane, United States Bankruptcy Judge, at the Bankruptcy Court located at One Bowling Green, Room 701, New York, New York 10004.

4. Responses or objections, if any, to the Sale Motion must (a) be in writing, (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and (c) be filed with the Bankruptcy Court and served on the following parties **so as to be actually received no later than 4:00 p.m. (Eastern Time) on January 4, 2017** (the “**Objection Deadline**”):

(i) the Debtor, The Big Apple Circus, Ltd., One MetroTech Center North, Brooklyn, NY 11201, Attn: Will Maitland Weiss;

(ii) counsel for the Debtor, Debevoise & Plimpton LLP, 919 Third Avenue, New York, NY 10022, Attn: M. Natasha Labovitz, Esq. (nlabovitz@debevoise.com) and Christopher Updike, Esq. (cupdike@debevoise.com);

(iii) the Office of the United States Trustee for the Southern District of New York, Region 2, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attn: Richard Morrissey, Esq. (richard.morrissey@usdoj.gov);

(iv) counsel to the Official Committee of the Unsecured Creditors, Pachulski Stang Ziehl & Jones LLP, 780 Third Ave, Floor 34, New York, NY 10017, Attn: Robert J. Feinstein, Esq. (rfeinstein@pszjlaw.com), Maria Bove, Esq. (mbove@pszjlaw.com), and Steven Golden, Esq. (sgolden@pszjlaw.com);

(v) the Office of the United States Attorney for the Southern District of New York, 86 Chambers Street, 3rd Floor, New York, NY 10007;

(vi) the New York State Attorney General, Department of Social Justice, Charities Bureau, 120 Broadway, Floor 3, New York, NY 10271, Attn: James Sheehan, Esq. (james.sheehan@ag.ny.gov);

(vii) the New York City Department of Cultural Affairs, 31 Chambers Street, Floor 2, New York, NY 10017, Attn: Jimmy Van Bramer;

(xii) the Internal Revenue Service, 290 Broadway, New York, NY 10007, Attn: District Director;

(xiii) counsel to Nonprofit Finance Fund, Orrick, Herrington & Sutcliffe LLP, Columbia Center, 1152 15th Street, N.W., Washington, D.C. 20005-1706, Attn: Douglas S. Mintz (dmintz@orrick.com), Orrick, Herrington & Sutcliffe LLP, 51 West 52nd Street, New York, New York 10019-6142, Attn: Raniero D’Aversa, Esq. (rdaversa@orrick.com) and Amy Pasacreta, Esq. (apasacreta@orrick.com); and

(xiv) counsel to the Purchaser, Jacobowitz and Gubits, LLP, 158 Orange Avenue, Walden, NY 12586, Attn: Howard Protter (hp@jacobowitz.com).

5. Unless a written objection to the Sale Motion, with proof of service, is timely filed and served by the Objection Deadline in accordance with this Notice, the Debtor may submit to the Bankruptcy Court an order substantially in the form of the proposed order attached to the Sale Motion, which order may be entered by the Bankruptcy Court without further notice or hearing. Upon entry of an order granting the Sale Motion, no further consents or approvals, including that of any other court or the New York State Attorney General, for the sale of the Walden Property will be sought.

6. FAILURE TO TIMLY FILE AN OBJECTION TO THE SALE MOTION SHALL BE DEEMED CONSENT TO THE SALE OF THE WALDEN PROPERTY TO THE PURCHASER AND ALL OTHER RELIEF REQUESTED IN THE SALE MOTION.

7. Copies of Sale Motion or REPSA can be viewed and/or obtained by: (i) accessing the Bankruptcy Court's website at www.nysb.uscourts.gov (please note that a PACER password is needed to access documents on the Bankruptcy Court's website), (ii) contacting the Office of the Clerk of the Court at One Bowling Green, New York, New York 10004, or (iii) contacting Debtor's counsel (via mail, Debevoise & Plimpton LLP, 919 Third Avenue, New York, NY 10022, Attn: M. Natasha Labovitz and Christopher Updike or via email, bigapplecircus@debevoise.com).

Dated: December 20, 2016
New York, New York

/s/ Christopher Updike

M. Natasha Labovitz

Christopher Updike

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